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\*ADMITTED IN MN. ONLY

12413  
RECORDATION NO. 12413 Filed 1425  
NOV 17 1980 - 1:55 PM  
INTERSTATE COMMERCE COMMISSION  
GEORGE J. LEIBOWITZ  
COUNSEL

12413  
RECORDATION NO. 12413 Filed 1425  
NOV 17 1980 - 1:55 PM  
INTERSTATE COMMERCE COMMISSION

NOV 17 1980 - 1:55 PM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich  
Secretary

Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

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RECORDATION NO. 12413 Filed 1425  
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INTERSTATE COMMERCE COMMISSION

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RECORDATION NO. 12413 Filed 1425

NOV 17 1980 - 1:55 PM

INTERSTATE COMMERCE COMMISSION  
Dear Ms. Mergenovich:

Re: Recordation of Documents:  
Equipment Lease Agreement,  
Certificate of Inspection  
and Acceptance, and  
Bills of Sale

0-322A041  
No.  
Date NOV 17 1980  
Fee \$ 60.00  
ICC Washington, D. C.

Please find enclosed for recordation pursuant to  
49 U.S.C. 11303 an original and two certified true  
copies of the following documents:

(1) EQUIPMENT LEASE AGREEMENT, dated as of  
October 24, 1980, with Exhibits A through E,  
inclusive, and Rider No. 1 and Exhibit A to Rider  
No. 1 attached, between Greyhound Leasing &  
Financial Corporation ("Lessor") and Good Hope  
Refineries, Inc. ("Lessee");

(2) CERTIFICATE OF INSPECTION AND ACCEPTANCE,  
dated November 7, 1980, from the Lessee to the  
Lessor; and

(3) three BILLS OF SALE, dated November 3, 6, and  
11, 1980, respectively, from Trinity Industries,  
Inc., ("Vendor") to Greyhound Leasing & Financial  
Corporation ("Vendee") with respect to the  
equipment having the reporting marks and numbers  
listed below.

Ms. Agatha L. Mergenovich

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November 17, 1980

The names and addresses of the parties to this transaction are as follows:

Lessor

Greyhound Leasing & Financial Corporation  
Greyhound Tower  
Phoenix, Arizona 85077

Lessee

Good Hope Refineries, Inc.  
P.O. Drawer 537  
Good Hope, Louisiana 70079

Vendor

Trinity Industries, Inc.  
P.O. Box 10587  
4000 Irving Boulevard  
Dallas, Texas 75207

Vendee

Greyhound Leasing & Financial Corporation  
Greyhound Tower  
Phoenix, Arizona 85077

The equipment that is the subject of this transaction is described as follows:

eighty-six (86) new (built in October, 1980)  
33,885 gallon pressurized rail tank cars  
(mech. desig. T, spec. no. DOT112J400W), to  
be listed in the Official Railway Equipment  
Register with the reporting mark GHRX and  
the following car numbers:

Ms. Agatha L. Mergenovich

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November 17, 1980

<u>Car No.</u>	<u>Car No.</u>	<u>Car No.</u>	<u>Car No.</u>	<u>Car No.</u>
144	164	189	213	258
145	165	190	215	259
146	166	192	220	261
147	167	193	244	262
148	168	195	245	263
149	169	196	246	264
150	171	198	247	265
151	172	199	248	266
152	173	200	249	267
153	175	202	250	268
154	176	203	251	269
155	177	204	252	270
156	178	205	253	271
157	179	206	254	272
159	182	207	255	273
160	183	209	256	
162	186	210	257	
163	188	212		

Pursuant to 49 C.F.R. Part 1116, please stamp the original and two certified true copies of each document described above with the date and hour of recordation, a recordation number and a notation to the effect that it has been filed pursuant to the provisions of section 11303 of Title 49 of the United States Code. After performing these tasks, please retain the certified true copies of these documents in the Commission's files and return the originals of these documents to the delivering agent of:

Witkowski, Weiner, McCaffrey and Brodsky, P.C.  
1575 Eye Street NW, Suite 350  
Washington, DC 20005

Ms. Agatha L. Mergenovich

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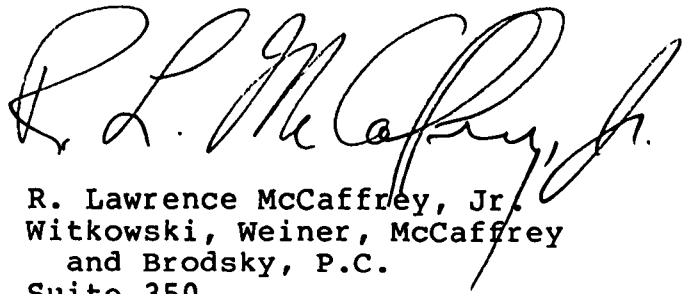
November 17, 1980

Enclosed is a check drawn to the order of the  
Interstate Commerce Commission for recordation fees.

Your cooperation is appreciated.

Greyhound Leasing & Financial  
Corporation

By its Special Counsel,

A handwritten signature in cursive script, reading "R. L. McCaffrey, Jr.", written in dark ink.

R. Lawrence McCaffrey, Jr.  
Witkowski, Weiner, McCaffrey  
and Brodsky, P.C.  
Suite 350  
1575 Eye Street, N.W.  
Washington, DC 20005

BILL OF SALE

NOV 17 1980 - 1:55 PM

INTERSTATE COMMERCE COMMISSION

Trinity Industries, Inc., a corporation of the State of Texas (the "Manufacturer"), in consideration of the sum of (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, convey and set over unto Greyhound Leasing & Financial Corporation (the "Owner"), the new railroad equipment described in Exhibit A attached hereto and made a part hereof which equipment has been delivered by the Manufacturer to Good Hope Industries, Inc. (the "Company").

The Manufacturer hereby warrants to the Owner, its successors and assigns, that, when the equipment was delivered as aforesaid, the Manufacturer had legal title thereto and good and lawful right to sell the equipment and that title to the equipment was free from all liens and encumbrances of any nature whatsoever (including any leasehold interest therein).

IN WITNESS WHEREOF, the Manufacturer has caused this instrument to be duly executed as of the 11th day of November, 1980.

TRINITY INDUSTRIES, INC.

BY K. W. Lewis  
TITLE Vice President

ATTEST:

BY Neil D. Sharp  
Assistant Secretary

8 F

SCHEDULE A

Type car: 33,885 pressure cars - DOT112J400W

Quantity: 39 (inclusive)

GHRX 146  
GHRX 153  
GHRX 155  
GHRX 157  
GHRX 160  
GHRX 165  
GHRX 167  
GHRX 171  
GHRX 176-178  
GHRX 183  
GHRX 189  
GHRX 192-193  
GHRX 196  
GHRX 199-200  
GHRX 206-207  
GHRX 209-210  
GHRX 212-213  
GHRX 215  
GHRX 220  
GHRX 244-249  
GHRX 251  
GHRX 253  
GHRX 257-258  
GHRX 264  
GHRX 266  
GHRX 268

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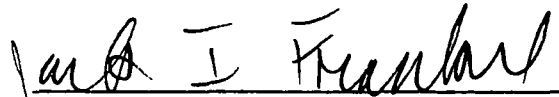
County of Arlington

Commonwealth of Virginia

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ss:

I hereby certify that the attached document consisting of 2 pages with text on the front only is a true and complete copy of a Bill of Sale between Trinity Industries, Inc. and Greyhound Leasing & Financial Corporation dated the 11th day of November, 1980 document presented before me this 17th day of November, 1980, in the County of Arlington, Commonwealth of Virginia.

  
\_\_\_\_\_  
Jack I. Frankel, Notary Public

My Commission expires: 12/17/80